



**Current Report:** 38/2012

**Date:** 2012-02-16

**Name of the Issuer:** "FERRUM" S.A.

**Subject:** Convening of an Ordinary General Meeting of "FERRUM" S.A. to be held on 9 May 2012

**Legal grounds:** Article 56 par. 1 pt. 2 of the Act on Offerings – current and periodic information

**Content of the Report:**

The Management Board of "FERRUM" Spółka Akcyjna with its registered office in Katowice (the "Company"), acting pursuant to Art. 399 § 1, Art. 402[1], Art. 402[2] of the Commercial Companies Code, as well as Art. 22 par. 22.2 of the Company's Statute and a request submitted by a shareholder representing at least one twentieth of the Company's share capital, hereby convenes an Ordinary General Meeting to be held on **9 May 2012** in the Company's registered office (the Company's Canteen) at ul. Porcelanowa 11 in Katowice. The Meeting shall start at 11.00 a.m.

Agenda:

1. Opening of the Ordinary General Meeting.
2. Electing the Chairperson of the Ordinary General Meeting.
3. Declaring the correctness of convening of the Ordinary General Meeting and its authorisation to adopt resolutions.
4. Approving the agenda.
5. Electing the Counting Board.
6. Electing the Board of Elections.
7. Electing the Board of Resolutions and Motions.
8. Considering of the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011.
9. Considering of the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011.
10. Considering of the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
11. Considering of the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
12. Considering of the Supervisory Board's written report on the results of assessing the Management Board's reports on the activity of the Company and the Capital Group, financial statements for 2011, as well as assessing the Management Board's motion regarding distribution of the net profit / covering of loss / for 2011.
13. Considering of the Supervisory Board's report on its operations in 2011.
14. The Management Board's report on implementation of the Resolutions of the General Meeting regarding acquisition and disposal of real estate.
15. The Management Board's report on implementation of the Resolution of the General Meeting regarding own shares buy-back.



16. Adopting a Resolution on approval of the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011.
17. Adopting a Resolution on approval of the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011.
18. Adopting a Resolution on approval of the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
19. Adopting a Resolution on approval of the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
20. Adopting a Resolution on distribution of the net profit / covering of loss / for 2011.
21. Adopting Resolutions on granting Members of the Company's Management Board an acknowledgement of the performance of their duties in 2011.
22. Adopting Resolutions on granting Members of the Company's Supervisory Board an acknowledgement of the performance of their duties in 2011.
23. Adopting a Resolution on approval of establishing, with regard to Zakład Konstrukcji Spawanych FERRUM S.A., real easement of land lot no. 20/28 registered in book of mortgage KA1K/00049887/8 kept by District Court Katowice – Wschód, Books of Mortgage Department XI, as well as of land lot no. 20/24 registered in book of mortgage KA1K/00106112/3 kept by District Court Katowice – Wschód, Books of Mortgage Department XI.
24. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the economic validity of signing "the agreement on delivery of coated pipes of significant value" between "FERRUM" S.A. and Borusan Mannesmann Boru Sanayi ve Ticaret A.S. with its registered office in Turkey, which was the subject of Current Report No. 85/2011.
25. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the efficacy and economic validity of costs of appraisal services, advisory services, legal services, tax services, legal-tax services, bookkeeping services and audit services, borne by "FERRUM" S.A. in 2011.
26. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the efficacy and economic validity of costs related to merging "FERRUM" S.A. with other entity (entities), borne by "FERRUM" S.A. in 2010 - 2011.
27. Adopting a Resolution on electing the Supervisory Board of "FERRUM" S.A. by voting in separate groups.
28. Adopting a Resolution on establishing the value of separate remuneration for Members of the Supervisory Board delegated to permanent individual performance of supervisory functions.
29. Closing of the Ordinary General Meeting of Shareholders of "FERRUM" S.A.

The Management Board of "FERRUM" S.A. with its registered office in Katowice informs that persons authorised to participate in the Ordinary General Meeting of "FERRUM" S.A. on **9 May 2012** are entitled to:

1. request to place particular issues on the agenda not later than twenty-one days before the Ordinary General Meeting, provided that the shareholder represents at least one twentieth of the share capital,
2. submit draft resolutions regarding issues placed on the agenda or issues which are supposed to be placed on the agenda, before the date of the Ordinary General Meeting, in writing or via



electronic means of communication, provided that the shareholder represents at least one twentieth of the share capital,

3. submit draft resolutions regarding issues placed on the agenda during the Ordinary General Meeting,
4. participate in the deliberations of the Ordinary General Meeting in person or by proxy, who is entitled to exercise the voting right in accordance with the voting instruction regarding each resolution a proxy is to vote on. The forms enabling a proxy to exercise the voting right are available on the Company's website at: [www.ferrum.com.pl](http://www.ferrum.com.pl) in the tag Stock Exchange/Investor Relations/Company/General Meeting; the notice regarding granting of a proxy may be sent in PDF format via electronic mail to the following address: [raporty@ferrum.com.pl](mailto:raporty@ferrum.com.pl).

The Management Board of "FERRUM" S.A. with its registered office in Katowice informs that pursuant to Art. 406[1] § 1 of the Commercial Companies Code, the date of registering the participation in the Ordinary General Meeting of Shareholders to be held on **9 May 2012** is **23 April 2012**.

Moreover, the Management Board of "FERRUM" S.A. announces that:

1. participating in the Ordinary General Meeting of "FERRUM" S.A. on **9 May 2012** via electronic means of communication will not be possible,
2. speaking out during the Ordinary General Meeting via electronic means of communication will not be possible,
3. exercising the voting right by correspondence or by using the electronic means of communication will not be possible.

The Management Board of "FERRUM" S.A. with its registered office in Katowice informs that in accordance with Art. 406[1] § 1 of the Commercial Companies Code only persons being shareholders of "FERRUM" S.A. on the day of registering the participation, i.e. on **23 April 2012**, are authorised to participate in the Ordinary General Meeting of Shareholders.

Pursuant to Art. 406[3] § 2 of the Commercial Companies Code a shareholder authorised under dematerialised bearer shares, in order to ensure participation in the Ordinary General Meeting, should request – not earlier than after the announcement on convening the Ordinary General Meeting, i.e. not earlier than on **16 February 2012**, and not later than on the first weekday after the day of registering the participation, i.e. not later than on **24 April 2012** – from the entity keeping the securities account, the issuance of a personal certificate concerning the right to participate in the Ordinary General Meeting of Shareholders. In accordance with the regulations on trading in financial instruments, certificates concerning the right to participate in the Ordinary General Meeting will be the basis for preparing lists sent to the entity at which the securities are deposited.

Pursuant to the regulations of the Act on trading in financial instruments, a list of shareholders authorised to participate in the Ordinary General Meeting shall be created by "FERRUM" S.A. on the basis of the list prepared by an entity at which the securities are deposited.

A list of shareholders authorised to participate in the Ordinary General Meeting will be displayed at the Company's registered office for three weekdays before the day on which the Meeting is held, i.e. on **4, 7, 8 May 2012**. A shareholder may request to have the list of shareholders sent to him/her free of charge by e-mail, stating the address to which it should be sent.



Persons authorised to participate in the Ordinary General Meeting of "FERRUM" S.A. to be held on **9 May 2012** may view the whole documentation and draft resolutions of the Ordinary General Meeting on the Company's website at: [www.ferrum.com.pl](http://www.ferrum.com.pl) in the tag Stock Exchange/Investor Relations/Company/General Meeting. All information regarding the Ordinary General Meeting to be held on **9 May 2012** is presented by the Company on its website at: [www.ferrum.com.pl](http://www.ferrum.com.pl) in the tag Stock Exchange/Investor Relations/Company/General Meeting.

Proxies of legal persons must present current copies of appropriate registers which list the persons entitled to represent these entities.

#### **SIGNATURES OF PERSONS REPRESENTING THE COMPANY**

<b>Date</b>	<b>Position</b>	<b>First name and surname</b>
2012-02-16	President of the Management Board	Grzegorz Szymczyk
2012-02-16	Registered Holder of a Commercial Power of Attorney	Marek Królik